

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11 Case No.
LEHMAN BROTHERS HOLDINGS INC., *et al.*, : 08-13555 (JMP)
Debtors. : (Jointly Administered)
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**ORDER GRANTING FINAL APPLICATION OF GIBSON DUNN & CRUTCHER LLP,
A 327(e) PROFESSIONAL, FOR ALLOWANCE OF COMPENSATION FOR
PROFESSIONAL SERVICES PERFORMED AND REIMBURSEMENT OF ACTUAL
AND NECESSARY EXPENSES INCURRED FOR THE PERIOD OF
SEPTEMBER 1, 2009 THROUGH MARCH 6, 2012**

Upon consideration of the *Final Application of Gibson Dunn & Crutcher LLP as a 327(e) Professional, for Allowance of Final Compensation for Services Rendered and for Reimbursement of Actual and Necessary Expenses Incurred from September 1, 2009 Through March 6, 2012* [Docket No. 29401] (the “**Final Application**”) for allowance of final compensation for professional services performed and reimbursement of actual and necessary expenses incurred during the period from September 1, 2009 through March 6, 2012 (the “**Final Application Period**”), pursuant to sections 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure, filed by Gibson Dunn & Crutcher LLP (“**Gibson**” or “**Retained Professional**”) and listed on **Schedule A** annexed hereto, and upon consideration of the recommended deductions (the “**Recommended Deductions**”) from fees and expenses made by the Fee Committee in these Chapter 11 cases (“**Fee Committee**”), and having considered the *Fee Committee’s Summary Report on Remaining*

Uncontested Final Fee Applications – for Hearing on November 29, 2012¹ [Docket No. 32372]
(the “**Fee Committee Report**”); and a hearing having been held on November 29, 2012 before this Court to consider the Final Application; it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and after due notice pursuant to the second amended order entered on June 17, 2010 governing case management and administrative procedures [Docket No. 9635]; and there being no objections to the allowance of the amounts set forth on Schedule A, incorporating the Fee Committee’s Recommended Deductions as provided in the Fee Committee Report; and, after due consideration and upon all of the proceedings had before the Court, and sufficient cause appearing therefore, it is hereby

ORDERED:

1. The Final Application of the Retained Professional is granted to the extent provided in Schedule A.
2. Final compensation to the Retained Professional for professional services performed during the Final Application Period is allowed and awarded in the amount set forth on Schedule A in the column entitled “Fees Allowed” pursuant to sections 330 and 331 of the Bankruptcy Code.
3. Reimbursement to the Retained Professional for expenses incurred during the Final Application Period is allowed and awarded in the amount set forth on Schedule A in the column entitled “Expenses to be Paid for Current Fee Period.”

¹ The Fee Committee Report [Docket No. 32372] lists negotiated reductions for Gibson’s Final Application [Docket No. 29401] of \$32,584.54 for fees and \$2,479.48 for expenses. The Fee Committee revised the expense reduction to \$0.00 after receiving additional documentation. The record supports a final fee award to Gibson of \$4,796,132.24 and a final expense award of \$79,969.04.

4. Pursuant to this order, the Debtors are authorized and directed to pay the “Fees Allowed” and the “Expenses to be Paid for Current Fee Period,” which amounts are totaled in **Schedule B** in the columns entitled “Total Fees Paid” and “Total Expenses Paid,” to the Retained Professional, but only to the extent not previously paid pursuant to the order dated April 14, 2011 governing interim compensation in these cases [Docket No. 15997].
5. The Court retains jurisdiction with respect to all matters arising from or related to implementation of this Order.

Dated: New York, New York
July 10, 2013

s/ James M. Peck
Honorable James M. Peck
United States Bankruptcy Judge

SCHEDULE A

CURRENT FEE PERIOD (September 1, 2009 Through March 6, 2012)

Case No.: 08-13555 (JMP) (Chapter 11)

Case Name: In re Lehman Brothers Holdings, Inc., *et al.*

Applicant	Date/ Document Number of Application	Current Fees Requested on Application ²	Fees Allowed	Fees to be Paid for Current Fee Period	Fees to be Paid for Prior Fee Period(s) (if any) (Including Fees Held Back)	Total Fees to be Paid	Current Expenses Requested ²	Expenses to be Paid for Current Fee Period
		(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Gibson Dunn & Crutcher LLP	07/13/2012 [29401]	4,828,716.78	4,796,132.24	429,573.84 ³	0.00	429,573.84	79,969.04	0.00 ⁴

Schedule A

Dated: July 10, 2013

INITIALS: JMP, USBJ

² The *Current Fees Requested* and the *Current Expenses Requested* by Gibson in its Final Application are less than the *Total Fees Requested* and *Total Expenses Requested* as listed on Schedule B of this order. This is due to some or all of the reductions agreed to by the Applicant and the Fee Committee on preceding interim fee period applications being incorporated into the Applicant's Final Application.

³ Gibson received payments for fees in the total amount of \$4,366,558.40 (\$1,833,510.57 plus \$2,533,047.83) during the interim fee periods leaving a balance due of \$429,573.84.

⁴ The Fee Committee Report [Docket No. 32372] lists an adjustment made for negotiated expense reductions for Gibson's Final Application of \$2,479.48. The Fee Committee revised the expense reduction to \$0.00 after receiving additional documentation supporting a final expense award to Gibson of \$79,969.04. Gibson received payments for expenses in the total amount of \$79,969.04 (\$53,243.25 plus \$26,725.79) during the interim fee periods leaving no balance due.

SCHEDULE B

CUMULATIVE FEE APPLICATIONS
(September 1, 2009 Through March 6, 2012)

Case No.: 08-13555 (JMP) (Chapter 11)

Case Name: In re Lehman Brothers Holdings, Inc., *et al.*

Applicant	Total Fees Requested ⁵ (\$)	Total Fees Paid (including amounts to be paid pursuant to this Order) (\$)	Total Expenses Requested ⁵ (\$)	Total Expenses Paid (including amounts to be paid pursuant to this Order) (\$)
Gibson Dunn & Crutcher LLP	5,095,555.62	4,796,132.24	83,657.77	79,969.04 ⁶

Schedule B

Dated: July 10, 2013

INITIALS: JMP, USBJ

⁵ See footnote 2.

⁶ See footnote 4.